

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

GEOFFREY VARGA and WILLIAM
CLEGHORN, as Joint Voluntary Liquidators of
Bear Stearns High-Grade Structured Credit
Strategies (Overseas) Ltd. and Bear Stearns
High-Grade Structured Credit Strategies
Enhanced Leverage (Overseas) Ltd., and as
assignees of shares in Bear Stearns High-Grade
Structured Credit Strategies Enhanced Leverage
(Overseas) Ltd.; and STILLWATER CAPITAL
PARTNERS L.P. and ESSEX FUND LIMITED,
individually and derivatively on behalf of Bear
Stearns High-Grade Structured Credit Strategies
Fund, L.P., and Bear Stearns High-Grade
Structured Credit Strategies Enhanced Leverage
Fund, L.P.,

Plaintiffs,

-against-

THE BEAR STEARNS COMPANIES, INC.,
BEAR STEARNS ASSET MANAGEMENT
INC., BEAR STEARNS & CO. INC., RALPH
CIOFFI, MATTHEW TANNIN, RAYMOND
MCGARRIGAL, GEORGE BUXTON, BARRY
JOSEPH COHEN, GERALD R. CUMMINS,
DAVID SANDELOVSKY, GREG QUENTAL,
MICHAEL ERNEST GUARASCI, DELOITTE
& TOUCHE LLP, DELOITTE & TOUCHE
(CAYMAN), WALKERS FUND SERVICES
LIMITED, SCOTT LENNON, MICHELE
WILSON-CLARKE; and BEAR STEARNS
HIGH-GRADE STRUCTURED CREDIT
STRATEGIES FUND, L.P., AND BEAR
STEARNS HIGH-GRADE STRUCTURED
CREDIT STRATEGIES ENHANCED
LEVERAGE FUND L.P., nominal defendants,

Defendants.

Case No. 08-CV-03397
(BSJ)(HBP)

**NOTICE OF MOTION
TO ADMIT MICHAEL
A. COLLORA, MICHAEL
B. GALVIN, JUSTIN P.
O'BRIEN AND AMY B.
AUTH AS COUNSEL
PRO HAC VICE**

660231 \$100 8-19-08 MG

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Charles D. Abercrombie, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of the following four attorneys:

Michael A. Collora
Dwyer & Collora, LLP
600 Atlantic Avenue
Boston, MA 02210-1037
Telephone Number: (617) 371-1000
Fax Number: (617) 371-1037

Michael A. Collora is a member in good standing of the Bar of the State of Massachusetts.

There are no pending disciplinary proceedings against Michael A. Collora in any State or Federal Court.

Michael B. Galvin
Dwyer & Collora, LLP
600 Atlantic Avenue
Boston, MA 02210-1037
Telephone Number: (617) 371-1000
Fax Number: (617) 371-1037

Michael B. Galvin is a member in good standing of the Bar of the State of Massachusetts.

There are no pending disciplinary proceedings against Michael B. Galvin in any State or Federal Court.

Justin P. O'Brien
Dwyer & Collora, LLP
600 Atlantic Avenue
Boston, MA 02210-1037
Telephone Number: (617) 371-1000
Fax Number: (617) 371-1037

Justin P. O'Brien is a member in good standing of the Bar of the State of Massachusetts.

There are no pending disciplinary proceedings against Justin P. O'Brien in any State or Federal Court.


Amy B. Auth
Dwyer & Collora, LLP
600 Atlantic Avenue
Boston, MA 02210-1037
Telephone Number: (617) 371-1000
Fax Number: (617) 371-1037

Amy B. Auth is a member in good standing of the Bar of the State of Massachusetts.

There are no pending disciplinary proceedings against Amy B. Auth in any State or Federal Court.

Dated: New York, New York
August 15, 2008

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Charles D. Abercrombie".

Charles D. Abercrombie (CDA 6802)
Seiff Kretz & Abercrombie
444 Madison Avenue, 30th Floor
New York, New York 10022
Telephone Number: (212) 371-4500
Fax Number: (212) 371-6883

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

GEOFFREY VARGA and WILLIAM
CLEGHORN, as Joint Voluntary Liquidators of
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Strategies (Overseas) Ltd. and Bear Stearns
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Enhanced Leverage (Overseas) Ltd., and as
assignees of shares in Bear Stearns High-Grade
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Fund, L.P., and Bear Stearns High-Grade
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(CAYMAN), WALKERS FUND SERVICES
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STEARNS HIGH-GRADE STRUCTURED
CREDIT STRATEGIES ENHANCED
LEVERAGE FUND L.P., nominal defendants,

Defendants.

Case No. 08-CV-03397
(BSJ)(HBP)

**AFFIDAVIT OF
CHARLES D. ABERCROMBIE
IN SUPPORT OF THE
MOTION TO ADMIT
MICHAEL A. COLLORA,
MICHAEL B. GALVIN,
JUSTIN P. O'BRIEN AND
AMY B. AUTH
AS COUNSEL
PRO HAC VICE**

State of New York)
) ss:
County of New York)

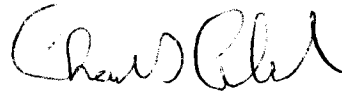
Charles D. Abercrombie, being duly sworn, hereby deposes and says as follows:

1. I am a member of the law firm Seiff Kretz & Abercrombie. I make this statement based on my personal knowledge of the facts set forth herein and upon information and belief, all in support of the Motion to Admit Michael A. Collora, Michael B. Galvin, Justin P. O'Brien and Amy B. Auth to practice Pro Hac Vice as counsel for Defendants Walkers Fund Services Limited, Scott Lennon and Michele Wilson-Clarke in the above captioned matter.
2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in 1978. I am also admitted to the bar of the United States District Court for the Southern District of New York and am in good standing with this Court.
3. I have known Michael A. Collora and Michael B. Galvin as attorneys since 1997 through matters involving the law firm Dwyer & Collora, LLP in Boston, MA. I have been advised that Justin P. O'Brien and Amy B. Auth are associates at Dwyer & Collora and are of good repute.
4. Michael A. Collora and Michael B. Galvin, Justin P. O'Brien and Amy B. Auth currently are attorneys at Dwyer & Collora, LLP.
5. I have found Mr. Collora and Mr. Galvin to be, and I have been advised Mr. O'Brien and Ms. Auth are, skilled attorneys and persons of integrity. They are experienced in federal practice and are familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Michael A. Collora, Michael B. Galvin, Justin P. O'Brien and Amy B. Auth, pro hac vice.
7. I respectfully submit a proposed order granting the admission of Michael A. Collora, Michael B. Galvin, Justin P. O'Brien and Amy B. Auth pro hac vice, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Michael A. Collora, Michael B. Galvin, Justin P. O'Brien and Amy B. Auth, pro hac vice, to represent Defendants Walkers Fund Services Limited, Scott Lennon and Michele Wilson-Clarke in the above captioned matter, be granted.

Dated: August 15, 2008
New York, New York

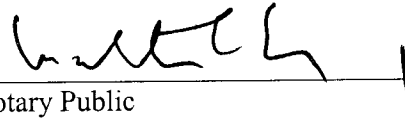
Respectfully submitted,



Charles D. Abercrombie (CDA 6802)

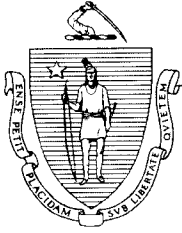
STATE OF NEW YORK
COUNTY OF NEW YORK

On this 15th day of August 2008, then personally appeared the above-named Charles D. Abercrombie and made oath that the statements made therein are true and accurate upon his information and belief.



Notary Public

WALTER A. KRETZ, JR.
Notary Public, State of New York
No. 02KR4945274
Qualified in Suffolk County
Commission Expires 02/03/11



The Commonwealth of Massachusetts
SUPREME JUDICIAL COURT
FOR SUFFOLK COUNTY
JOHN ADAMS COURTHOUSE
ONE PEMBERTON SQUARE, SUITE 1300
BOSTON, MASSACHUSETTS 02108-1707

MAURA S. DOYLE
CLERK
(617) 557-1180

July 23, 2008

ASSISTANT CLERKS

LILLIAN C. ANDRUSZKIEWICZ (617) 557-1184
GEORGE E. SLYVA (617) 557-1185
ERIC B. WETZEL (617) 557-1186
FACSIMILE (617) 557-1033

Michael A. Collora

IN RE: CERTIFICATE OF ADMISSION AND GOOD STANDING

Michael A. Collora:

Enclosed please find the Certificate of admission and good standing which you have recently requested from this office. This certificate attests to your date of admission and good standing at the Bar of the Commonwealth of Massachusetts.

If you have any questions or if this office can be of further assistance, please do not hesitate to contact us at 617-557-1050 or visit our web site at www.sjccountyclerk.com.

Very truly yours,

A handwritten signature in black ink, appearing to read "Maura S. Doyle", written in a cursive style.

MAURA S. DOYLE
Clerk
Supreme Judicial Court

MSD/ces
CL Received: July 23, 2008
enclosure

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the **twenty-fourth** day of **November** A.D. **1970**, said Court being the highest Court of Record in said Commonwealth:

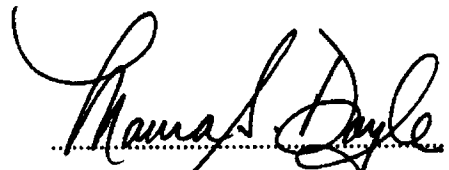
Michael A. Collora

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.

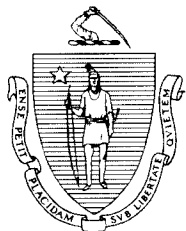
In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this **twenty-third** day of **July**

in the year of our Lord **two thousand and eight**.




MAURA S. DOYLE, Clerk

* Records of private discipline, if any, such as a private reprimand imposed by the Board of Bar Overseers or by any court, are not covered by this certification.



The Commonwealth of Massachusetts
SUPREME JUDICIAL COURT
FOR SUFFOLK COUNTY
JOHN ADAMS COURTHOUSE
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Amy B. Auth

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Amy B. Auth:

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Very truly yours,

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MAURA S. DOYLE
Clerk
Supreme Judicial Court

MSD/ces
CL Received: July 23, 2008
enclosure

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the **twenty-ninth** day of **January** A.D. **2003**, said Court being the highest Court of Record in said Commonwealth:

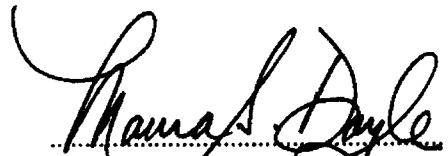
Amy B. Auth

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.

In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this **twenty-third** day of **July**

in the year of our Lord **two thousand and eight**.




MAURA S. DOYLE, Clerk

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The Commonwealth of Massachusetts
SUPREME JUDICIAL COURT
FOR SUFFOLK COUNTY
JOHN ADAMS COURTHOUSE
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July 23, 2008

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ERIC B. WETZEL (617) 557-1186
FACSIMILE (617) 557-1033

Michael B. Galvin

IN RE: CERTIFICATE OF ADMISSION AND GOOD STANDING

Michael B. Galvin:

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Very truly yours,

A handwritten signature in black ink, appearing to read "Maura S. Doyle".

MAURA S. DOYLE
Clerk
Supreme Judicial Court

MSD/ces
CL Received: July 23, 2008
enclosure

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the **twenty-seventh** day of **December** A.D. **1995**, said Court being the highest Court of Record in said Commonwealth:

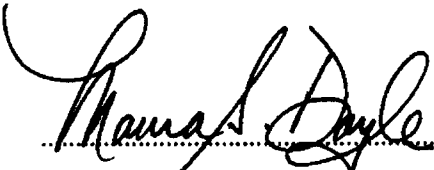
Michael B. Galvin

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.

In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this **twenty-third** day of **July**

in the year of our Lord **two thousand and eight**.




MAURA S. DOYLE, Clerk

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July 23, 2008

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GEORGE E. SLYVA (617) 557-1185
ERIC B. WETZEL (617) 557-1186
FACSIMILE (617) 557-1033

Justin P. O'Brien

IN RE: CERTIFICATE OF ADMISSION AND GOOD STANDING

Justin P. O'Brien:

Enclosed please find the Certificate of admission and good standing which you have recently requested from this office. This certificate attests to your date of admission and good standing at the Bar of the Commonwealth of Massachusetts.

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Very truly yours,

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MAURA S. DOYLE
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Supreme Judicial Court

MSD/ces
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COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the **eleventh** day of **December** A.D. **2003**, said Court being the highest Court of Record in said Commonwealth:

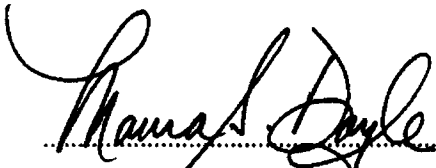
Justin P. O'Brien

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.

In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this **twenty-third** day of **July**

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MAURA S. DOYLE, Clerk

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assignees of shares in Bear Stearns High-Grade
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Case No. 08-CV-03397
(BSJ)(HBP)

**ORDER FOR ADMISSION
OF MICHAEL A. COLLORA,
MICHAEL B. GALVIN,
JUSTIN P. O'BRIEN AND
AMY B. AUTH AS COUNSEL
PRO HAC VICE**

Upon the motion of Charles D. Abercrombie, an attorney duly admitted to practice and in good standing before this Court and said sponsor attorney's affidavit in support of the motion to admit Michael A. Collora, Michael B. Galvin, Justin P. O'Brien and Amy B. Auth as counsel pro hac vice;

IT IS HEREBY ORDERED that

Michael A. Collora
Michael B. Galvin
Justin P. O'Brien
Amy B. Auth
Dwyer & Collora, LLP
600 Atlantic Avenue
Boston, MA 02210-1037
Telephone Number: (617) 371-1000
Fax Number: (617) 371-1037
Email: mcollora@dwyercollora.com
mgalvin@dwyercollora.com
jobrien@dwyercollora.com
aauth@dwyercollora.com

are admitted to practice pro hac vice as counsel for Defendants Walkers Fund Services Limited, Scott Lennon and Michele Wilson-Clarke in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated: August __, 2008

New York, New York

United States District/Magistrate Judge

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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CREDIT STRATEGIES ENHANCED
LEVERAGE FUND L.P., nominal defendants,

Defendants.

Case No. 08-CV-03397
(BSJ)(HBP)

CERTIFICATE OF SERVICE

Charles D. Abercrombie, hereby certifies that on this 15th day of August 2008, I caused true and correct copies of my Motion to Admit Michael A. Collora, Michael B. Galvin, Justin P. O'Brien and Amy B. Auth as Counsel Pro Hac Vice and the Affidavit of Charles D. Abercrombie in Support said Motion to Admit Michael A. Collora, Michael B. Galvin, Justin P. O'Brien and Amy B. Auth as Counsel Pro Hac Vice, to be served by first class mail on the following counsel:

Robert A. Nicholas
James Craig McCarroll
Reed, Smith, Shaw & McClay, L.L.P.
599 Lexington Avenue
New York, NY 10022

Jordan W. Siev
Anderson Kill & Olick, P.C.
1251 Avenue of the Americas
New York, NY 10020

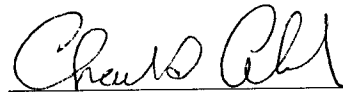
Barry H. Berke
Kerriann Law
Marjorie E. Sheldon
Stephen Matthew Sinaiko
Kramer Levin Naftalis & Frankel, LLP
1177 Avenue of the Americas
New York, NY 10036

Nina Minard Beattie
Theresa Marie Trzaskoma
Brune & Richard LLP
80 Broad Street, 30th Floor
New York, NY 10004

Catherine L. Redlich
Driscoll & Redlich
521 Fifth Avenue, Suite 3300
New York, NY 10175

Max R. Shulman
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, NY 10019

Dated: New York, New York
August 15, 2008


Charles D. Abercrombie